SUNTRUST BANKS INC

Form 4

February 22, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Addre Freeman Thom	*	ng Person *	2. Issuer Name and Ticker or Trading Symbol SUNTRUST BANKS INC [STI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction	(Check all applicable)			
303 PEACHTR	EE STREE	ET, N.E.	(Month/Day/Year) 02/19/2016	Director 10% OwnerX Officer (give title Other (specify below) Corp. EVP & Chief Credit Off.			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ATLANTA, GA	A 30308		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Se	curiti	es Acquir	ed, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquiromr Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D)		D) A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code v	Amount	(D)	FIICE	128	I	Son
Common Stock	02/19/2016		M	3,911.638	A	\$ 34.15	105,338.544	D (1)	
Sommon Stock	02/19/2016		F	1,784	D	\$ 34.15	103,554.544	D (1)	
Common Stock							655.0908	I (2)	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Edgar Filing: SUNTRUST BANKS INC - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) Disposed of ((Instr. 3, 4, and instrument)) or (D)	Expiration Date		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Phantom Stock Units (3)	(3)						<u>(3)</u>	<u>(3)</u>	Common Stock	1,518
Phantom Stock (6)	<u>(6)</u>	02/19/2016		M	3,911.638		02/21/2016	<u>(6)</u>	Common Stock	3,91
Phantom Stock (6)	<u>(6)</u>						02/21/2017	<u>(6)</u>	Common Stock	3,
Phantom Stock	(7)						02/10/2017	<u>(7)</u>	Common Stock	3,
Phantom Stock	(7)						02/10/2018	<u>(7)</u>	Common Stock	3,
Phantom Stock (1)	(1)						02/09/2017	02/09/2017	Common Stock	3,
Phantom Stock (1)	(1)						02/09/2018	02/09/2018	Common Stock	3,
Phantom Stock (1)	<u>(1)</u>						02/09/2019	02/09/2019	Common Stock	3,
Phantom Stock (1)	(1)						02/09/2018	02/09/2018	Common Stock	22,
Phantom Stock (1)	(1)						02/09/2019	02/09/2019	Common Stock	22.
Option (4)	\$ 71.03						02/14/2009	02/14/2016	Common Stock	18.
Option (4)	\$ 85.06						02/13/2010	02/13/2017	Common Stock	20,
Option (4)	\$ 64.58						02/12/2011	02/12/2018	Common Stock	81.
Option (4)	\$ 9.06						02/10/2012	02/10/2019		250

Edgar Filing: SUNTRUST BANKS INC - Form 4

				Common Stock	
Option (5)	\$ 29.2	04/01/2012	04/01/2021	Common Stock	27
Option (5)	\$ 21.67	<u>(5)</u>	02/14/2022	Common Stock	44
Option (5)	\$ 27.41	02/26/2014	02/26/2023	Common Stock	13
Option (5)	\$ 27.41	02/26/2015	02/26/2023	Common Stock	13
Option (5)	\$ 27.41	02/26/2016	02/26/2023	Common Stock	13

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Freeman Thomas E 303 PEACHTREE STREET, N.E. ATLANTA, GA 30308

Corp. EVP & Chief Credit Off.

Signatures

David A. Wisniewski, Attorney-in-Fact for Thomas E. Freeman

02/22/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents time-vested restricted stock units granted on February 9, 2016 under the SunTrust Banks, Inc. 2009 Stock Plan. the plan is exempt under Rule 16b-03. Units will be settled in shares. The award agreement contains tax withholding features which allow us to withhold units to satisfy withholding obligations.
- (2) Because the stock fund component of the 401(k) Plan is accounted for in unit accounting, the number of share equivalents varies based on the closing price of SunTrust stock on the applicable measurement date.
- (3) The phantom stock units were acquired under SunTrust Banks, Inc.'s Deferred Compensation Plan. These securities convert to common stock on a one-for-one basis.
- (4) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan. Includes shares acquired upon dividend reinvestment.
- (5) Granted pursuant to the SunTrust Banks, Inc. 2009 Stock Plan. Award vests annually over the next three years.
- Represents time-vested phantom stock granted on February 21, 2014 under the SunTrust Banks, Inc. 2009 Stock Plan. The plan is exempt (6) under Rule 16b-3. The restricted stock unit agreements contain tax withholding provisions which allow us to withhold units to satisfy tax withholding obligations. Units will be settled in shares.
- Represents time-vested restricted stock units granted on February 10, 2015 under the 2009 Stock Plan. the Plan is exempt under Rule (7) 16b-3. The restricted stock unit award agreements contain tax withholding features which allow us to withhold units to satisfly withholding obligations. Units will be settled in shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

Edgar Filing: SUNTRUST BANKS INC - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.